

ALVORD AND ALVORD

ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 9, 2000

RECORDATION NO. 19708-E FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

MAR 16 '00 4-09 PM

TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of an Assignment of Instruments, dated as of March 10, 2000, a secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which previously filed with the Commission under Recordation Number 19708.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank  
25 South Charles Street  
Baltimore, Maryland 21202

Assignee: The Provident Bank  
One East Fourth Street  
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is

forty (40) locomotives - CSXT 4429 - CSXT 4445 and  
PRR 3038 - PRR 3060

R.S.

Mr. Vernon Williams  
March 9, 2000  
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

## ASSIGNMENT OF INSTRUMENTS

MAR 1 6 '00

4-09 PM

## SURFACE TRANSPORTATION BOARD

1. Master Assignment and Assumption Agreement dated as of December 30, 1999, by and between General Electric Capital Business Asset Funding Corporation ("GE") and Progress Rail Services Corporation ("Progress").
2. Specification of Assigned Lease dated December 30, 1999 between GE and Progress.
3. Bill of Sale dated December 30, 1999 from GE to Allfirst Bank.
4. Equipment Lease Agreement dated as of November 17, 1995 by and between Metlife Capital, Limited Partnership, as lessor, and Consolidated Rail Corporation ("Conrail"), as lessee, as amended by an Amendment Agreement dated as of November 1, 1998 by and between GE And Conrail.

The foregoing instruments (each as heretofore amended), together with any and all other documents, certificates or instruments executed in accordance therewith or pursuant thereto, are hereinafter collectively called the "Transaction Documents."

1. Pursuant to the Transfer Agreement of even date herewith (the "Transfer Agreement") between The Provident Bank ("Provident") and Allfirst Bank, ("Allfirst"), Allfirst has agreed to transfer and assign to Provident all right, title and interest in, to and under the Transaction Documents and good and marketable title to the units of railroad equipment subject thereto from time to time.

2. Allfirst hereby assigns, transfers and sets over unto Provident, its successors and assigns all right, title and interest in, to and under the Transaction Documents and good and marketable title to the units of railroad equipment subject thereto from time to time. Provident hereby accepts such assignment, transfer and setting over and assumes from and after the Payment Date all of Allfirst's rights, benefits, and interests in, to and under, and Allfirst's duties, liabilities and obligations under and in respect to the Transaction Documents.

3. This Assignment of Instruments shall evidence the assignment of the Transaction Documents on the records of the Surface Transportation Board of the Department of Transportation. Nothing in this Assignment of Instruments shall be deemed to amend, modify or otherwise alter the provisions of the Transfer Agreement insofar as Provident and Allfirst are concerned.

IN WITNESS WHEREOF, the parties hereto have caused the Assignment of Instruments to be executed by an officer thereunto duly authorized on the 10th day of March, 2000.

ALLFIRST BANK

By. *Paul L. Gettings*  
Name: PAUL L. GETTINGS  
Title: VICE PRESIDENT

THE PROVIDENT BANK

By. \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF OHIO                    )  
  ) ss.:  
COUNTY OF HAMILTON        )

On March \_\_\_, 2000, before me personally came Forest C. Frank, known to me, who, being sworn by me, deposed and said that he is the Senior Vice President of The Provident Bank, the corporation described in and which executed the above instrument and that he signed his name thereto by authority of the board of directors of the corporation.

\_\_\_\_\_  
Notary Public

STATE OF MARYLAND        )  
  )SS:  
CITY OF BALTIMORE        )

On this 9<sup>th</sup> day of March, 2000, before me personally appeared *Paul L. Gettings* personally known, who being by me duly sworn, says that he is a *Vice President* of Allfirst Bank, that said instrument was signed and sealed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Roger Weaver*  
Notary Public

(Notarial Seal)

Roger Weaver, Notary Public  
State of Maryland  
My commission expires: Commission expires Jan. 1, 2003

IN WITNESS WHEREOF, the parties hereto have caused the Assignment of Instruments to be executed by an officer thereunto duly authorized on the 10th day of March, 2000.

ALLFIRST BANK

By. \_\_\_\_\_  
Name:  
Title:

THE PROVIDENT BANK

By. [Signature]  
Name: Forest C. Frank



Senior Vice President  
Notary Public - State of Ohio  
Commission has no expiration  
Section 147.03 R.C.

STATE OF OHIO )  
 ) ss.:  
COUNTY OF HAMILTON )

On March 8, 2000, before me personally came Forest C. Frank, known to me, who, being sworn by me, deposed and said that he is the Senior Vice President of The Provident Bank, the corporation described in and which executed the above instrument and that he signed his name thereto by authority of the board of directors of the corporation.

[Signature]  
Notary Public

STATE OF MARYLAND )  
 ) ss.:  
CITY OF BALTIMORE )

On this \_\_\_\_ day of March, 2000, before me personally appeared \_\_\_\_\_ personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of Allfirst Bank, that said instrument was signed and sealed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires:

747518